

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE\*  
JAMES C. MARTIN, JR.\*

\* ALSO ADMITTED IN NEW YORK  
\* ALSO ADMITTED IN MARYLAND

LAW OFFICES  
**ALVORD AND ALVORD**

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

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OF COUNSEL  
URBAN A. LESTER

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17586  
RECORDATION NO. FILED 1025

NOV 6 1991 3 05 PM  
INTERSTATE COMMERCE COMMISSION  
1-310A032

October 31, 1991

*New Number*

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) fully executed and acknowledged copies of a Memorandum of Lease Intended for Security dated as of October 31, 1991, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Agent: Norwest Bank Minnesota National Association,  
6th and Marquette, 7th floor  
Minneapolis, Minnesota 55479-0082

Lessors: Allstate Life Insurance Company  
Allstate Plaza West  
Northbrook, Illinois 60062

Pitney Bowes Credit Corporation  
535 Anton Boulevard, Suite 950  
Costa Mesa, California 95626-1902

Lessee: Occidental Chemical Corporation  
Occidental Tower  
P.O. Box 809050  
Dallas, Texas 75380

A description of the railroad equipment covered by the enclosed document is set forth in Appendix A attached hereto and made a part hereof.

Nov 6 2 55 PM '91  
NOTION OPERATING UNIT

*C. T. Kappler*  
*Occidental Chemical*

Mr. Sidney L. Strickland, Jr.  
October 31, 1991  
Page Two

Also enclosed is a check in the amount of \$16 payable to the order to the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Intended for Security dated as of October 31, 1991 among Occidental Chemical Corporation, Lessee, Norwest Bank Minneapolis National Association, Agent, and Allstate Life Insurance Company and Pitney Bowes Credit Corporation, Lessors, covering 314 tank cars, HOKX 70001 - HOKX 70014 and OCPX 80001 - OCPX 80300.

Very truly yours,

  
Charles T. Kappler

CTK/bg  
Enclosures

## PRESSURE TANK CARS

Type: 100 ton, 24,750 gallon tank cars  
Product: Vinyl Chloride Monomer (VCM)  
Quantity: 300  
Reporting Marks: OCPX 80001 - OCPX 80300  
Manufacturer: Trinity Industries, Inc.  
AAR Mechanical Designation: DOT105J300W  
Specifications: Compartments - 1  
Light Weight - Est. 81,300 lbs.  
Length Over Strikers - 48' 1/2"  
Length Over Truck Centers - 37' 1-1/2"  
Height - 15' 5-3/16"  
Width - 10' 7-7/8"  
Clearance Diagram - Plate C  
Plate Specification - TC 128B Normalized  
Grade B 9/16" tank and heads

Diameter - 119"

Insulated tank cars with 2" ceramic fiber and 2" fiberglass to AAR/DOT/FRA specifications, 100 ton Grade B Barber S2HD trucks with NFL roller bearings, 20" pressure manway, complete Midland valves, fittings and gauging devices, high friction brake shoes, Westinghouse body mounted brakes, full 1/2" jacket head shields, 16" centerplate, full length tank rebars, end ladder design with full walkway on top, safety platform 100" tank and manway x-ray, interior tank near white blast with nitrogen padding to .2 of 1% oxygen content, tank and jacket coating, epoxy/urethane exterior paint with centerband.

**Interstate Commerce Commission**  
Washington, D.C. 20423

11/6/91

OFFICE OF THE SECRETARY

Charles T. Kappler

Alvord & Alvord

918 16th St. N.W.

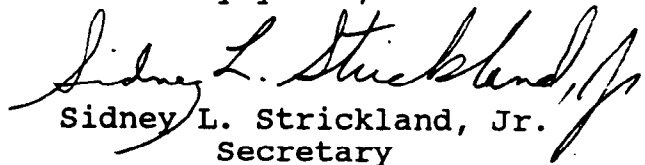
Washington, D.C. 20423

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/6/91 at 3:05pm, and assigned recordation number(s). 17586

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

17586  
NOV 6 1991 3 05 PM  
INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE INTENDED FOR SECURITY

THIS MEMORANDUM OF LEASE INTENDED FOR SECURITY is made and entered into as of October 31, 1991 by and among OCCIDENTAL CHEMICAL CORPORATION, a New York corporation ("Lessee"), NORWEST BANK MINNESOTA NATIONAL ASSOCIATION ("Agent"), not in its individual capacity (except as otherwise set forth in the Lease referred to below), but solely in its capacity as Agent under the Lease referred to below, and ALLSTATE LIFE INSURANCE COMPANY and PITNEY BOWES CREDIT CORPORATION (collectively, "Lessors").

W I T N E S S E T H:

1. Pursuant to a Lease Intended for Security, dated as of October 31, 1991 (the "Lease"), among Lessee, Agent and Lessors, Agent (for the account of Lessors) has leased to Lessee each of the rail tank cars described on Appendix A hereto (collectively, the "Units"). Pursuant to the Lease, Lessee has granted to Agent for the benefit of Lessors a security interest in all of the Units and in all proceeds thereof (including insurance proceeds), in each case, whether now owned or hereafter acquired, to secure the payment by Lessee of all sums due under the Lease and under the related documents and the performance of all other obligations of Lessee under the Lease and under the related documents. In addition, pursuant to the Lease and as collateral for Lessee's obligations under the Lease, Lessee has agreed to pledge to Agent for the benefit of Lessors all of Lessee's rights, title and interest in, to and under any agreement providing for the sublease, assignment or transfer of use of the Units.

2. The term of the Lease as to each of the original Units and as to any replacement Units, subject to the terms of the Lease and any amendment thereto, shall commence as of the date hereof and continue for ten years from the date of commencement of the term of the Lease.

3. The names and addresses of Lessee, Agent and each of the Lessors are as follows:

Lessee: Occidental Chemical Corporation  
Corporate Office  
P.O. Box 809050  
Dallas, Texas 75380  
  
5005 LBJ Freeway  
Dallas, Texas 75244  
  
Attention: Debt Compliance

Agent: Norwest Bank Minnesota  
National Association  
6th and Marquette, 8th Floor 0069  
Minneapolis, Minnesota 55479-0082

Attention: Ray Haverstock

Lessor: Allstate Life Insurance Company  
Allstate Plaza West  
Northbrook, Illinois 60062

Attention: Investment Department  
Private Placements  
Division J2A

Lessor: Pitney Bowes Credit Corporation  
535 Anton Boulevard, Suite 950  
Costa Mesa, California 92626-1902

Attention: Matthew Donovan

4. This Memorandum of Lease Intended for Security may be executed by the parties hereto in separate counterparts, each of which, when so executed and delivered, shall be an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum of Lease Intended for Security as of the day and year first above written.

OCCIDENTAL CHEMICAL CORPORATION,  
LESSEE

By: \_\_\_\_\_

Title: \_\_\_\_\_

NORWEST BANK MINNESOTA  
NATIONAL ASSOCIATION, AGENT  
(and in its individual  
capacity where specifically  
indicated in the Lease)

By: *Raymond B. Haverstock*

Title: Corporate Trust Officer

By: *A. Jensen*

Title: Corporate Trust Officer

ALLSTATE LIFE INSURANCE COMPANY,  
LESSOR

By: \_\_\_\_\_

Title: \_\_\_\_\_

By: \_\_\_\_\_

Title: \_\_\_\_\_

PITNEY BOWES CREDIT CORPORATION,  
LESSOR

By: \_\_\_\_\_

Title: \_\_\_\_\_

By: \_\_\_\_\_

Title: \_\_\_\_\_

Corporate Form of Acknowledgment  
Pursuant to 49 CFR §1177.3

State of Minnesota

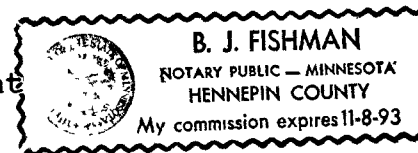
County of \_\_\_\_\_ ss:

On this 30 day of October, 1991 before me personally appeared Raymond S. Haverstock, to me personally known, who being by me duly sworn, say that (s)he is the Corporate Trust Officer of Norwest Bank Minnesota N.A., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

B. J. Fishman  
Signature of Notary Public  
My Commission expires 11-8-93

Corporate Form of Acknowledgment  
Pursuant to 49 CFR §1177.3



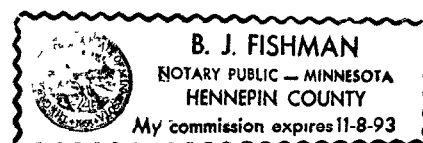
State of Minnesota

County of \_\_\_\_\_ ss:

On this 30 day of October, 1991 before me personally appeared Diane Sorenson, to me personally known, who being by me duly sworn, say that (s)he is the Corporate Trust Officer of Norwest Bank Minnesota N.A., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

B. J. Fishman  
Signature of Notary Public  
My Commission expires 11-8-93



0637jzh



Equipment Description**CHROMIC ACID SPARGER TANK CARS**

Type:	20,000 gallon nominal capacity sparger tank cars for the transportation of flake chromic acid.
Quantity:	14
Reporting Marks:	HOKX 70001 - HOKX 70014
Manufacturer:	ACF Industries, Inc.
AAR Mechanical Designation:	DOT111A100W1
Specifications:	<p>Compartments - 1            Light Weight - 72,000 lbs.            Length Over Strikers - 48' 4-1/2"            Length Over Truck Centers - 37' 6-1/4"            Height - 14' 10-9/16"            Width - 10' 0"            Clearance Diagram - Plate B            Plate Specification - 9/16" ASTM A-516            Grade 70 tank and heads</p> <p>Diameter - 102" at head seam                              110-1/4" at center                              Tank sloped to center</p> <p>Tank stub sill design, non-coiled, non-insulated, five stainless steel dome nozzles for loading product, 3" S.S. Schedule 80 sparger piping entire length of bottom of car, body mounted brakes, 100 ton NFL roller bearings, Cardwell Westinghouse Mark 50 draft gears, ride controlled trucks, 36" wheels, 16" centerplate, double shelf couplers, high friction brake shoes, manifolded splash pan and drainage system around all domes and top of car, full dome platform, full enclosed top handrail. Complete stainless steel fittings and valves. Cars lined with Plasite 3066 hi-bake phenolic lining. Exterior coating of Williams-Hayward water base with acrylic top coat.</p>

## PRESSURE TANK CARS

Type: 100 ton, 24,750 gallon tank cars

Product: Vinyl Chloride Monomer (VCM)

Quantity: 300

Reporting Marks: OCPX 80001 - OCPX 80300

Manufacturer: Trinity Industries, Inc.

AAR Mechanical Designation: DOT105J300W

Specifications:

- Compartments - 1
- Light Weight - Est. 81,300 lbs.
- Length Over Strikers - 48' 1/2"
- Length Over Truck Centers - 37' 1-1/2"
- Height - 15' 5-3/16"
- Width - 10' 7-7/8"
- Clearance Diagram - Plate C
- Plate Specification - TC 128B Normalized
- Grade B 9/16" tank and heads

Diameter - 119"

Insulated tank cars with 2" ceramic fiber and 2" fiberglass to AAR/DOT/FRA specifications, 100 ton Grade B Barber S2HD trucks with NFL roller bearings, 20" pressure manway, complete Midland valves, fittings and gauging devices, high friction brake shoes, Westinghouse body mounted brakes, full 1/2" jacket head shields, 16" centerplate, full length tank rebars, end ladder design with full walkway on top, safety platform 100" tank and manway x-ray, interior tank near white blast with nitrogen padding to .2 of 1% oxygen content, tank and jacket coating, epoxy/urethane exterior paint with centerband.

## MEMORANDUM OF LEASE INTENDED FOR SECURITY

THIS MEMORANDUM OF LEASE INTENDED FOR SECURITY is made and entered into as of October 31, 1991 by and among OCCIDENTAL CHEMICAL CORPORATION, a New York corporation ("Lessee"), NORWEST BANK MINNESOTA NATIONAL ASSOCIATION ("Agent"), not in its individual capacity (except as otherwise set forth in the Lease referred to below), but solely in its capacity as Agent under the Lease referred to below, and ALLSTATE LIFE INSURANCE COMPANY and PITNEY BOWES CREDIT CORPORATION (collectively, "Lessors").

### W I T N E S S E T H:

1. Pursuant to a Lease Intended for Security, dated as of October 31, 1991 (the "Lease"), among Lessee, Agent and Lessors, Agent (for the account of Lessors) has leased to Lessee each of the rail tank cars described on Appendix A hereto (collectively, the "Units"). Pursuant to the Lease, Lessee has granted to Agent for the benefit of Lessors a security interest in all of the Units and in all proceeds thereof (including insurance proceeds), in each case, whether now owned or hereafter acquired, to secure the payment by Lessee of all sums due under the Lease and under the related documents and the performance of all other obligations of Lessee under the Lease and under the related documents. In addition, pursuant to the Lease and as collateral for Lessee's obligations under the Lease, Lessee has agreed to pledge to Agent for the benefit of Lessors all of Lessee's rights, title and interest in, to and under any agreement providing for the sublease, assignment or transfer of use of the Units.

2. The term of the Lease as to each of the original Units and as to any replacement Units, subject to the terms of the Lease and any amendment thereto, shall commence as of the date hereof and continue for ten years from the date of commencement of the term of the Lease.

3. The names and addresses of Lessee, Agent and each of the Lessors are as follows:

Lessee: Occidental Chemical Corporation  
Corporate Office  
P.O. Box 809050  
Dallas, Texas 75380  
  
5005 LBJ Freeway  
Dallas, Texas 75244  
  
Attention: Debt Compliance

Agent: Norwest Bank Minnesota  
National Association  
6th and Marquette, 7th Floor  
Minneapolis, Minnesota 55479-0082

Attention: Ray Haverstock

Lessor: Allstate Life Insurance Company  
Allstate Plaza West  
Northbrook, Illinois 60062

Attention: Investment Department  
Private Placements  
Division J2A

Lessor: Pitney Bowes Credit Corporation  
535 Anton Boulevard, Suite 950  
Costa Mesa, California 92626-1902

Attention: Matthew Donovan

4. This Memorandum of Lease Intended for Security may be executed by the parties hereto in separate counterparts, each of which, when so executed and delivered, shall be an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum of Lease Intended for Security as of the day and year first above written.

OCCIDENTAL CHEMICAL CORPORATION,  
LESSEE

By: \_\_\_\_\_

Title: \_\_\_\_\_

NORWEST BANK MINNESOTA  
NATIONAL ASSOCIATION, AGENT  
(and in its individual  
capacity where specifically  
indicated in the Lease)


By: \_\_\_\_\_

Title: \_\_\_\_\_

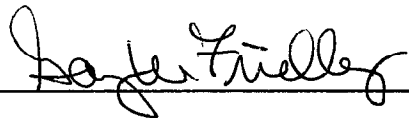
By: \_\_\_\_\_

Title: \_\_\_\_\_

ALLSTATE LIFE INSURANCE COMPANY,  
LESSOR

By: 

Title: Authorized Signatory

By: 

Title: Authorized Signatory

PITNEY BOWES CREDIT CORPORATION,  
LESSOR

By: \_\_\_\_\_

Title: \_\_\_\_\_

By: \_\_\_\_\_

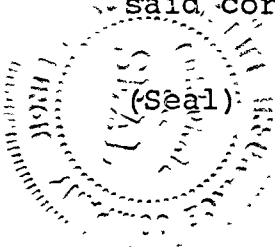
Title: \_\_\_\_\_

Corporate Form of Acknowledgment  
Pursuant to 49 CFR §1177.3

State of Illinois

County of Cook ss:

On this 29<sup>th</sup> day of October, 1991 before me personally appeared Patricia W. Wilson & Gary W. Fridley to me personally known, who being by me duly sworn, say that (s)he is the Authorized Signatories of Allstate Life Insurance Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Maureen E. Ermilio  
Signature of Notary Public  
My Commission expires 10-7-92

Corporate Form of Acknowledgment  
Pursuant to 49 CFR §1177.3

State of \_\_\_\_\_

County of \_\_\_\_\_ ss:

On this \_\_\_\_\_ day of \_\_\_\_\_, 1991 before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, say that (s)he is the \_\_\_\_\_ of \_\_\_\_\_, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

\_\_\_\_\_  
Signature of Notary Public  
My Commission expires \_\_\_\_\_

Equipment Description**CHROMIC ACID SPARGER TANK CARS**

Type: 20,000 gallon nominal capacity sparger tank cars for the transportation of flake chromic acid.

Quantity: 14

Reporting Marks: HOKX 70001 - HOKX 70014

Manufacturer: ACF Industries, Inc.

AAR Mechanical Designation: DOT111A100W1

Specifications:

- Compartments - 1
- Light Weight - 72,000 lbs.
- Length Over Strikers - 48' 4-1/2"
- Length Over Truck Centers - 37' 6-1/4"
- Height - 14' 10-9/16"
- Width - 10' 0"
- Clearance Diagram - Plate B
- Plate Specification - 9/16" ASTM A-516
- Grade 70 tank and heads

Diameter - 102" at head seam  
 110-1/4" at center  
 Tank sloped to center

Tank stub sill design, non-coiled, non-insulated, five stainless steel dome nozzles for loading product, 3" S.S. Schedule 80 sparger piping entire length of bottom of car, body mounted brakes, 100 ton NFL roller bearings, Cardwell Westinghouse Mark 50 draft gears, ride controlled trucks, 36" wheels, 16" centerplate, double shelf couplers, high friction brake shoes, manifolded splash pan and drainage system around all domes and top of car, full dome platform, full enclosed top handrail. Complete stainless steel fittings and valves. Cars lined with Plasite 3066 hi-bake phenolic lining. Exterior coating of Williams-Hayward water base with acrylic top coat.

## PRESSURE TANK CARS

Type: 100 ton, 24,750 gallon tank cars

Product: Vinyl Chloride Monomer (VCM)

Quantity: 300

Reporting Marks: OCPX 80001 - OCPX 80300

Manufacturer: Trinity Industries, Inc.

AAR Mechanical Designation: DOT105J300W

Specifications: Compartments - 1  
Light Weight - Est. 81,300 lbs.  
Length Over Strikers - 48' 1/2"  
Length Over Truck Centers - 37' 1-1/2"  
Height - 15' 5-3/16"  
Width - 10' 7-7/8"  
Clearance Diagram - Plate C  
Plate Specification - TC 128B Normalized  
Grade B 9/16" tank and heads

Diameter - 119"

Insulated tank cars with 2" ceramic fiber and 2" fiberglass to AAR/DOT/FRA specifications, 100 ton Grade B Barber S2HD trucks with NFL roller bearings, 20" pressure manway, complete Midland valves, fittings and gauging devices, high friction brake shoes, Westinghouse body mounted brakes, full 1/2" jacket head shields, 16" centerplate, full length tank rebars, end ladder design with full walkway on top, safety platform 100" tank and manway x-ray, interior tank near white blast with nitrogen padding to .2 of 1% oxygen content, tank and jacket coating, epoxy/urethane exterior paint with centerband.



## MEMORANDUM OF LEASE INTENDED FOR SECURITY

THIS MEMORANDUM OF LEASE INTENDED FOR SECURITY is made and entered into as of October 31, 1991 by and among OCCIDENTAL CHEMICAL CORPORATION, a New York corporation ("Lessee"), NORWEST BANK MINNESOTA NATIONAL ASSOCIATION ("Agent"), not in its individual capacity (except as otherwise set forth in the Lease referred to below), but solely in its capacity as Agent under the Lease referred to below, and ALLSTATE LIFE INSURANCE COMPANY and PITNEY BOWES CREDIT CORPORATION (collectively, "Lessors").

### W I T N E S S E T H:

1. Pursuant to a Lease Intended for Security, dated as of October 31, 1991 (the "Lease"), among Lessee, Agent and Lessors, Agent (for the account of Lessors) has leased to Lessee each of the rail tank cars described on Appendix A hereto (collectively, the "Units"). Pursuant to the Lease, Lessee has granted to Agent for the benefit of Lessors a security interest in all of the Units and in all proceeds thereof (including insurance proceeds), in each case, whether now owned or hereafter acquired, to secure the payment by Lessee of all sums due under the Lease and under the related documents and the performance of all other obligations of Lessee under the Lease and under the related documents. In addition, pursuant to the Lease and as collateral for Lessee's obligations under the Lease, Lessee has agreed to pledge to Agent for the benefit of Lessors all of Lessee's rights, title and interest in, to and under any agreement providing for the sublease, assignment or transfer of use of the Units.

2. The term of the Lease as to each of the original Units and as to any replacement Units, subject to the terms of the Lease and any amendment thereto, shall commence as of the date hereof and continue for ten years from the date of commencement of the term of the Lease.

3. The names and addresses of Lessee, Agent and each of the Lessors are as follows:

Lessee: Occidental Chemical Corporation  
Corporate Office  
P.O. Box 809050  
Dallas, Texas 75380  
  
5005 LBJ Freeway  
Dallas, Texas 75244  
  
Attention: Debt Compliance



ALLSTATE LIFE INSURANCE COMPANY,  
LESSOR

By: \_\_\_\_\_

Title: \_\_\_\_\_

By: \_\_\_\_\_

Title: \_\_\_\_\_

PITNEY BOWES CREDIT CORPORATION,  
LESSOR

By: \_\_\_\_\_

Title: \_\_\_\_\_

By: \_\_\_\_\_

Title: \_\_\_\_\_

Corporate Form of Acknowledgment  
Pursuant to 49 CFR §1177.3

State of California  
County of Los Angeles ss:

On this 29<sup>th</sup> day of October, 1991 before me personally appeared R.B. CASPIEL, to me personally known, who being by me duly sworn, say that (s)he is the V.P. & Treasurer of Occidental Chemical Corp., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Birthe Dooman  
Signature of Notary Public  
My Commission expires 10-23-92

Corporate Form of Acknowledgment  
Pursuant to 49 CFR §1177.3

State of \_\_\_\_\_  
County of \_\_\_\_\_ ss:

On this \_\_\_\_\_ day of \_\_\_\_\_, 1991 before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, say that (s)he is the \_\_\_\_\_ of \_\_\_\_\_, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

\_\_\_\_\_  
Signature of Notary Public  
My Commission expires \_\_\_\_\_

Equipment Description**CHROMIC ACID SPARGER TANK CARS**

Type:	20,000 gallon nominal capacity sparger tank cars for the transportation of flake chromic acid.
Quantity:	14
Reporting Marks:	HOKX 70001 - HOKX 70014
Manufacturer:	ACF Industries, Inc.
AAR Mechanical Designation:	DOT111A100W1
Specifications:	<p>Compartments - 1            Light Weight - 72,000 lbs.            Length Over Strikers - 48' 4-1/2"            Length Over Truck Centers - 37' 6-1/4"            Height - 14' 10-9/16"            Width - 10' 0"            Clearance Diagram - Plate B            Plate Specification - 9/16" ASTM A-516            Grade 70 tank and heads</p> <p>Diameter - 102" at head seam                          110-1/4" at center                          Tank sloped to center</p> <p>Tank stub sill design, non-coiled, non-insulated, five stainless steel dome nozzles for loading product, 3" S.S. Schedule 80 sparger piping entire length of bottom of car, body mounted brakes, 100 ton NFL roller bearings, Cardwell Westinghouse Mark 50 draft gears, ride controlled trucks, 36" wheels, 16" centerplate, double shelf couplers, high friction brake shoes, manifolded splash pan and drainage system around all domes and top of car, full dome platform, full enclosed top handrail. Complete stainless steel fittings and valves. Cars lined with Plasite 3066 hi-bake phenolic lining. Exterior coating of Williams-Hayward water base with acrylic top coat.</p>

## PRESSURE TANK CARS

Type: 100 ton, 24,750 gallon tank cars

Product: Vinyl Chloride Monomer (VCM)

Quantity: 300

Reporting Marks: OCPX 80001 - OCPX 80300

Manufacturer: Trinity Industries, Inc.

AAR Mechanical Designation: DOT105J300W

Specifications:

- Compartments - 1
- Light Weight - Est. 81,300 lbs.
- Length Over Strikers - 48' 1/2"
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- Height - 15' 5-3/16"
- Width - 10' 7-7/8"
- Clearance Diagram - Plate C
- Plate Specification - TC 128B Normalized
- Grade B 9/16" tank and heads

Diameter - 119"

Insulated tank cars with 2" ceramic fiber and 2" fiberglass to AAR/DOT/FRA specifications, 100 ton Grade B Barber S2HD trucks with NFL roller bearings, 20" pressure manway, complete Midland valves, fittings and gauging devices, high friction brake shoes, Westinghouse body mounted brakes, full 1/2" jacket head shields, 16" centerplate, full length tank rebars, end ladder design with full walkway on top, safety platform 100" tank and manway x-ray, interior tank near white blast with nitrogen padding to .2 of 1% oxygen content, tank and jacket coating, epoxy/urethane exterior paint with centerband.

MEMORANDUM OF LEASE INTENDED FOR SECURITY

THIS MEMORANDUM OF LEASE INTENDED FOR SECURITY is made and entered into as of October 31, 1991 by and among OCCIDENTAL CHEMICAL CORPORATION, a New York corporation ("Lessee"), NORWEST BANK MINNESOTA NATIONAL ASSOCIATION ("Agent"), not in its individual capacity (except as otherwise set forth in the Lease referred to below), but solely in its capacity as Agent under the Lease referred to below, and ALLSTATE LIFE INSURANCE COMPANY and PITNEY BOWES CREDIT CORPORATION (collectively, "Lessors").

W I T N E S S E T H:

1. Pursuant to a Lease Intended for Security, dated as of October 31, 1991 (the "Lease"), among Lessee, Agent and Lessors, Agent (for the account of Lessors) has leased to Lessee each of the rail tank cars described on Appendix A hereto (collectively, the "Units"). Pursuant to the Lease, Lessee has granted to Agent for the benefit of Lessors a security interest in all of the Units and in all proceeds thereof (including insurance proceeds), in each case, whether now owned or hereafter acquired, to secure the payment by Lessee of all sums due under the Lease and under the related documents and the performance of all other obligations of Lessee under the Lease and under the related documents. In addition, pursuant to the Lease and as collateral for Lessee's obligations under the Lease, Lessee has agreed to pledge to Agent for the benefit of Lessors all of Lessee's rights, title and interest in, to and under any agreement providing for the sublease, assignment or transfer of use of the Units.

2. The term of the Lease as to each of the original Units and as to any replacement Units, subject to the terms of the Lease and any amendment thereto, shall commence as of the date hereof and continue for ten years from the date of commencement of the term of the Lease.

3. The names and addresses of Lessee, Agent and each of the Lessors are as follows:

Lessee: Occidental Chemical Corporation  
Corporate Office  
P.O. Box 809050  
Dallas, Texas 75380  
  
5005 LBJ Freeway  
Dallas, Texas 75244  
  
Attention: Debt Compliance

Agent: Norwest Bank Minnesota  
National Association  
6th and Marquette, 7th Floor  
Minneapolis, Minnesota 55479-0082

Attention: Ray Haverstock

Lessor: Allstate Life Insurance Company  
Allstate Plaza West  
Northbrook, Illinois 60062

Attention: Investment Department  
Private Placements  
Division J2A

Lessor: Pitney Bowes Credit Corporation  
535 Anton Boulevard, Suite 950  
Costa Mesa, California 92626-1902

Attention: Matthew Donovan

4. This Memorandum of Lease Intended for Security may be executed by the parties hereto in separate counterparts, each of which, when so executed and delivered, shall be an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum of Lease Intended for Security as of the day and year first above written.

OCCIDENTAL CHEMICAL CORPORATION,  
LESSEE

By: \_\_\_\_\_

Title: \_\_\_\_\_

NORWEST BANK MINNESOTA  
NATIONAL ASSOCIATION, AGENT  
(and in its individual  
capacity where specifically  
indicated in the Lease)

By: \_\_\_\_\_

Title: \_\_\_\_\_

By: \_\_\_\_\_

Title: \_\_\_\_\_



ALLSTATE LIFE INSURANCE COMPANY,  
LESSOR

By: \_\_\_\_\_

Title: \_\_\_\_\_

By: \_\_\_\_\_

Title: \_\_\_\_\_

PITNEY BOWES CREDIT CORPORATION,  
LESSOR

By: Matthew [Signature]

Title: Region Credit Manager

By: [Signature]

Title: REGION VICE PRESIDENT

Corporate Form of Acknowledgment  
Pursuant to 49 CFR 1177.3

State of California

County of Orange ss:

On this 29th day of October, 1991 before me personally appeared Matthew A. Donovan, to me personally known, who being by me duly sworn, say that (s)he is the Region Credit Manager of Pitney Bowes Credit Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Patricia E. Heard  
Signature of Notary Public  
My Commission expires March 20, 1995

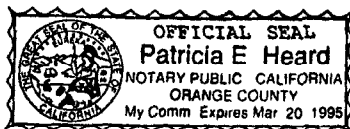
Corporate Form of Acknowledgment  
Pursuant to 49 CFR 1177.3

State of California

County of Orange ss:

On this 29th day of October, 1991 before me personally appeared John K. Fitzpatrick, to me personally known, who being by me duly sworn, say that (s)he is the Region Vice President of Pitney Bowes Credit Corporaiton, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Patricia E. Heard  
Signature of Notary Public  
My Commission expires March 20, 1995

Equipment Description**CHROMIC ACID SPARGER TANK CARS**

Type:	20,000 gallon nominal capacity sparger tank cars for the transportation of flake chromic acid.
Quantity:	14
Reporting Marks:	HOKX 70001 - HOKX 70014
Manufacturer:	ACF Industries, Inc.
AAR Mechanical Designation:	DOT111A100W1
Specifications:	<p>Compartments - 1  Light Weight - 72,000 lbs.  Length Over Strikers - 48' 4-1/2"  Length Over Truck Centers - 37' 6-1/4"  Height - 14' 10-9/16"  Width - 10' 0"  Clearance Diagram - Plate B  Plate Specification - 9/16" ASTM A-516  Grade 70 tank and heads</p> <p>Diameter - 102" at head seam  110-1/4" at center  Tank sloped to center</p> <p>Tank stub sill design, non-coiled, non-insulated, five stainless steel dome nozzles for loading product, 3" S.S. Schedule 80 sparger piping entire length of bottom of car, body mounted brakes, 100 ton NFL roller bearings, Cardwell Westinghouse Mark 50 draft gears, ride controlled trucks, 36" wheels, 16" centerplate, double shelf couplers, high friction brake shoes, manifolded splash pan and drainage system around all domes and top of car, full dome platform, full enclosed top handrail. Complete stainless steel fittings and valves. Cars lined with Plasite 3066 hi-bake phenolic lining. Exterior coating of Williams-Hayward water base with acrylic top coat.</p>

## PRESSURE TANK CARS

Type: 100 ton, 24,750 gallon tank cars

Product: Vinyl Chloride Monomer (VCM)

Quantity: 300

Reporting Marks: OCPX 80001 - OCPX 80300

Manufacturer: Trinity Industries, Inc.

AAR Mechanical Designation: DOT105J300W

Specifications:

- Compartments - 1
- Light Weight - Est. 81,300 lbs.
- Length Over Strikers - 48' 1/2"
- Length Over Truck Centers - 37' 1-1/2"
- Height - 15' 5-3/16"
- Width - 10' 7-7/8"
- Clearance Diagram - Plate C
- Plate Specification - TC 128B Normalized
- Grade B 9/16" tank and heads

Diameter - 119"

Insulated tank cars with 2" ceramic fiber and 2" fiberglass to AAR/DOT/FRA specifications, 100 ton Grade B Barber S2HD trucks with NFL roller bearings, 20" pressure manway, complete Midland valves, fittings and gauging devices, high friction brake shoes, Westinghouse body mounted brakes, full 1/2" jacket head shields, 16" centerplate, full length tank rebars, end ladder design with full walkway on top, safety platform 100" tank and manway x-ray, interior tank near white blast with nitrogen padding to .2 of 1% oxygen content, tank and jacket coating, epoxy/urethane exterior paint with centerband.